NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

This document is important and requires your immediate attention. If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your broker, bank manager, solicitor, accountant or other independent professional adviser authorised under the Financial Services and Markets Act 2000 if you are in the United Kingdom, or, if not, from another appropriately authorised independent financial adviser.

We are required by the City Code on Takeovers and Mergers to make this communication (and the announcement to which it refers) readily available to you. No action is required on your part.

17 September 2026

To: trustees of the Mercer DB Master Trust

Tribal Group plc ("Tribal")

I refer to the announcement on 11 September 2026 (the "**Announcement**") that: (i) Tribal had entered into a conditional sale and purchase agreement for the sale of all of the direct subsidiaries of Tribal Group plc being Tribal Education Ltd, Tribal Holdings Ltd, Tribal Dynamics Holdings Ltd, Empowering Education International Ltd, Semestry Ltd and Semestry Netherlands BV to Thames Bidco Limited (the "**Proposed Sale**"); and (ii) on 31 August 2026 Tribal had received a highly conditional, non-binding offer from SilverTree Equity Partners LLP, which was unanimously and unequivocally rejected by the board of Tribal on 11 September 2026 (the "**SilverTree Proposal**"). The SilverTree Proposal has put Tribal into what is known as an "offer period" under the Takeover Code.

The purpose of this letter is to give you notice, in accordance with Rule 2.11 of the City Code on Takeovers and Mergers (the "**Takeover Code**"), that the Announcement has been published on Tribal's website at https://legal.tribalgroup.com/transaction-documents. In addition, a copy of all other information, documents and announcements relating to the Proposed Sale have been made available and will remain available during the course of the Proposed Sale on Tribal's website at https://legal.tribalgroup.com/transaction-documents. For the avoidance of doubt, the content of Tribal's website is not incorporated into, and does not form part of, this communication.

This communication is not to be taken as a summary of the information in the Announcement and should not be regarded as a substitute for reading the Announcement in full.

To the extent that Tribal publishes a circular in respect of any offer received, you (as trustees of the Mercer DB Master Trust) have a right under Rule 25.9 of the Takeover Code to have an opinion on the effects of that offer on Tribal's pension scheme published. Provided that such opinion is received in good time before publication of the circular, that opinion will be appended to any circular that may be published by Tribal in respect of any offer received in accordance with the requirements of Rule 25.9 of the Takeover Code. Tribal will be responsible for the costs reasonably incurred by you (if any) in obtaining advice required for the verification of the information contained in your opinion.

Yours faithfully

Mark Pickett
Chief Executive Officer
Tribal Group plc

Right to request hard copies

You may request a hard copy of this communication by contacting MUFG Corporate Markets between 9.00 a.m. to 5:30 p.m. Monday to Friday (excluding public holidays in England and Wales) on 0371 664 0321 (or +44 (0) 371 664 0321 if calling from outside the UK) or by submitting a request in writing to MUFG Corporate Markets at PXS1, Central Square, 29 Wellington Street, Leeds LS1 4DL.

Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. For persons who receive a copy of this communication in electronic form or via a website notification, a hard copy of this communication will not be sent unless so requested. Such persons may also request that all future documents, announcements and information to be sent to them in relation to the Proposed Sale, or any offer received, should be in hard copy form. Please note that MUFG Corporate Markets cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

Directors' responsibility statement

*The directors of Tribal (the "**Directors**") accept responsibility for the information contained in this communication relating to Tribal. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case) the information contained in this communication (including any expressions of opinion) is in accordance with the facts and does not omit anything likely to affect the import of such information.*

Provision of addresses, electronic addresses and other details

Please note that addresses, electronic addresses and certain other information provided by the shareholders of Tribal, persons with information rights and other relevant persons for the receipt of communications from Tribal may be provided to a bidder during the offer period as required under Section 4 of Appendix 4 of the Takeover Code.

Disclosure Requirements of the Takeover Code

Under Rule 8.3(a) of the Takeover Code, any person who is interested in 1 per cent. Or more of any class of relevant securities of an offeree company or of any securities exchange offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the offer period and, if later, following the announcement in which any securities exchange offeror is first identified. An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 pm (London time) on the 10th business day following the commencement of the offer period and, if appropriate, by no later than 3.30 pm (London time) on the 10th business day following the announcement in which any securities exchange offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a securities exchange offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.

Under Rule 8.3(b) of the Takeover Code, any person who is, or becomes, interested in 1 per cent. or more of any class of relevant securities of the offeree company or of any securities exchange offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any securities exchange offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any securities exchange offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 pm (London time) on the business day following the date of the relevant dealing.

If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a securities exchange offeror, they will be deemed to be a single person for the purpose of Rule 8.3.

Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).

Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Takeover Panel's website at www.thetakeoverpanel.org.uk, including details of the number of relevant securities in issue, when the offer period commenced and when any offeror was first identified. You should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129 if you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure.